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AUDREY



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IN THIS
ISSUE**

NICKI
**LUSTY & BUSTY
LIKES IT HARD**

JULIE NIGHT
**HER ASS IS
ONE HOT SPOT**

LEXI BARDOT
**HER BUTT'S
IN TROUBLE**

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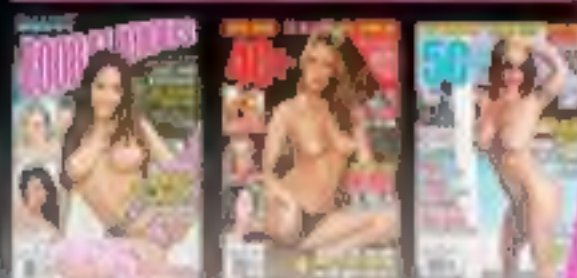
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40+

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40+



VICTORIA



LEXI



ALINE &
RACHEL



HARMONY



AUDREY



JULIE



BETHANY

REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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"I'm a very sexual person, obviously, because I love to fuck. And I love having people watch me fuck. I'm great at giving blow jobs, and I'll give up my booty every once-in-a-while. I also love shopping, and if I can find a guy who will go to the mall shopping with me, he'll be in my good graces and soon he'll be in my mouth and pussy."



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Lexi Bardot



A woman with blonde hair is lying on her back on a patterned sofa, smiling and looking towards the camera. A man's hand is visible on her right shoulder. In the background, there is a window with a metal grid and a lamp on a side table.

"Last week I was at the Sherman Oaks Galleria looking for a new sexy outfit to wear for the summer holidays. I was with a guy that I like and we went into a store where I tried some things on. I would come out of the dressing room to show him the dresses, then I pulled him in and unzipped his pants. He was already hard from all the teasing I did as I was showing him the dresses. I sucked him off and he came in my mouth. I swallowed it all right there."

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FANTASIES FOR SALE

*I used to be a shy and innocent girl
who didn't even know the facts of life.
I got over that pretty quickly and now
I'm all about the fucks of life.*

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AUDREY OTTO

"All of you who know me, know what a sexual freak I am. I love the kinkiest things about sex. Like putting things in places where they don't belong. Like letting people do things to me that they wouldn't do with anyone else. Like showing a newbie things she probably has never seen before. Like allowing a guy to live out his fantasies with no reservations or hesitations."



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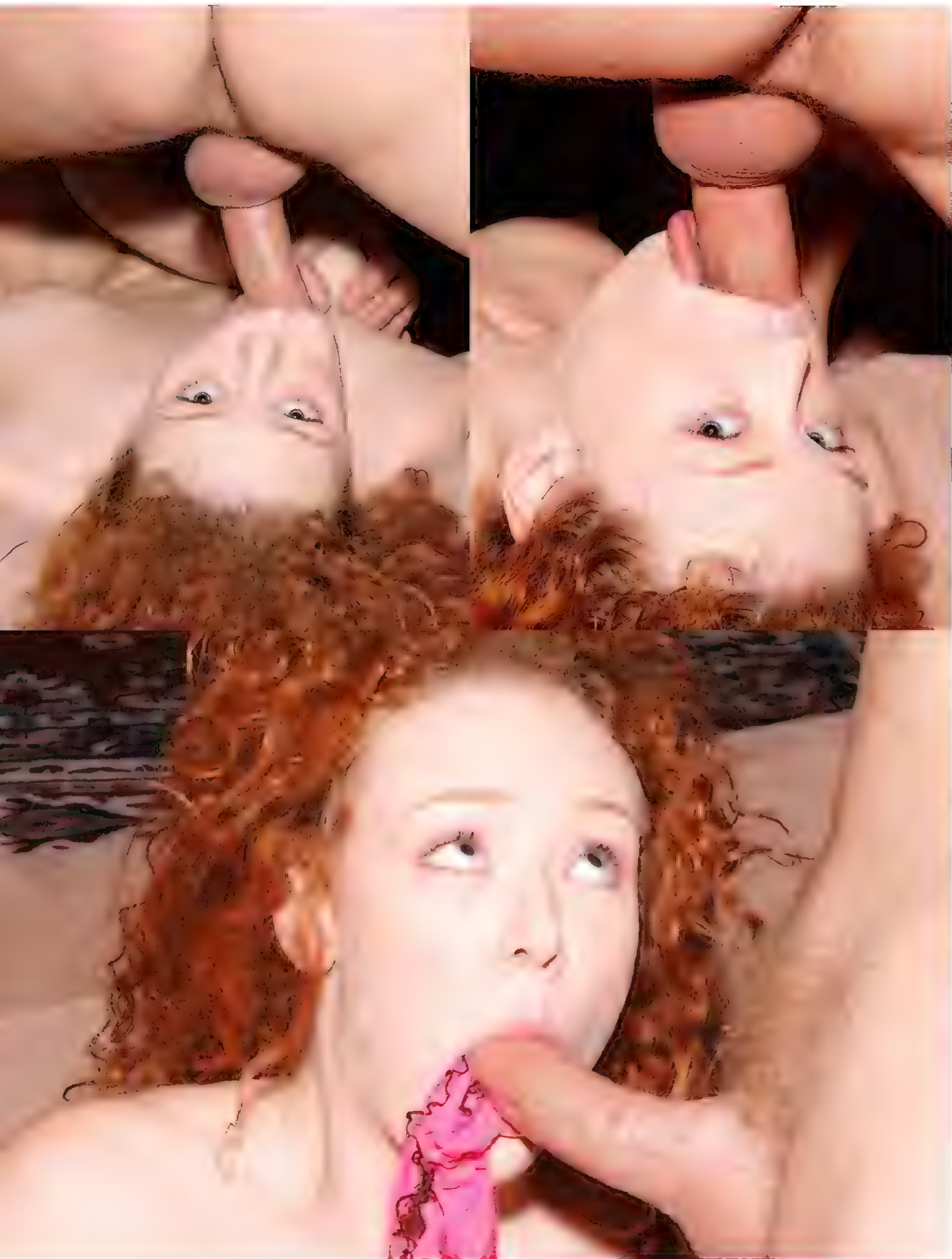
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"We did things in this shoot that could not be printed, and I can't talk about. And I loved every minute of it. If you close your eyes and use your imagination by taking the pictures you see to the next sexual level. That may come close but you'll never know unless you understand me."

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Audrey Hollander





DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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BETHANY

JOHN TONY

"Okay, so I finally decided to do a three way. No dp this time. I had to get used to three in the bed. I had to learn how handle two cocks at one time. I told myself that I had to treat them both equally, one doesn't get any more mouth or pussy time than the other. Oh, and I had to make them both cum. That would be the easy part. I'm really good at making guys cum."

"So now it's Saturday afternoon and it's time for the show. I take a nice long, soothing bath and they guys come in and introduce themselves. Not bad, I think to myself. I'm ready.

Time to get the show on the road."





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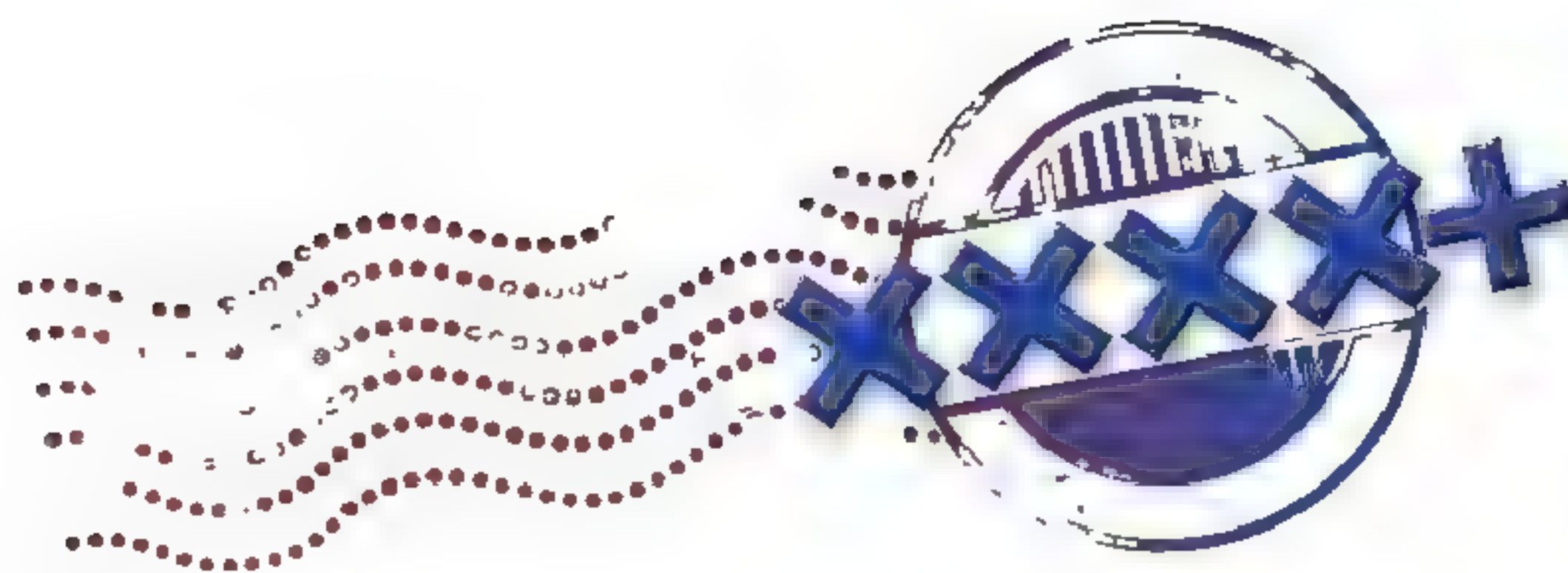
Bethany

"Well, that was quite the fun time. It went a lot better than I expected. I especially liked it when I had John's cock in my mouth and Tony was eating me out. It didn't feel like two guys were on me, but more like giving and receiving as one. But things changed when Tony put his cock in my pussy. Wow, sex just went to a whole new level. I loved it!"

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40+ #37

Trailer trashed



Your cover model, Harmony, can take my temperature anytime. I'd bend over and spread my cheeks for her, if she would do that for me. I'd take my mighty meat thermometer and put it in her little sphincter and see how hot she got. Then I'd roll her over and rub her chest with my all-healing liquid lotions and cure her of any and all ailments she may have.

Harold, D.C.

The other night my girlfriend/neighbor, Jill, came over just to spend some time together. She brought a bottle of merlot and melancholy stories of a younger time. We finished her bottle and her stories, then it was time to get a second one out. This time it was my turn with the stories. I drifted back to my early college years, some twenty-plus years ago, at K-State in Manhattan, Kansas, recounting one night at a rock n roll concert I attended on campus.

There was a famous local band, The Gibson Brothers playing and they had just been signed to a label in Los Angeles. They were about to break into the big time and I wanted to get my claws on their lead singer, Noah. He was a bad boy, and I was really attracted to him. I would go to the local clubs where they were playing around town as often as I could. I must have seen them forty times or so by the time I was a junior in college. I tried many a time to get backstage, but the groupies and bouncers made it quite difficult to do so. This time, however, I was determined because it's now my senior year and either they or I will disappear from K-State. So it, just before spring break and they're playing at Bramlage. My hair is all teased out, midriff bare and I'm layered in lace.

The show ends and I could tell that the band was pretty plastered. They missed notes and Noah screwed up the lyrics on a few songs, but I don't think anyone cared. They gave their customary middle finger salute to the audience and stumbled off stage.

This time I was ready to see him. I found and told his manager that I was the editor of the school paper and wanted a one minute interview with Noah and I leave right away. He agreed and pulled me around back stage to their dressing room. Of the four guys in the band, three had passed out in various chairs around the room. A couple roadies were shuffling around gathering up the instruments and stuff to pack up. My eyes found Noah. He was not alone. He was making out with a girl in a corner. It seemed like he was on something. The manager went over and whispered in his ear.

His blank look came my way as I moved closer. He pushed the girl away and I got the feeling that he was very rude. I didn't care. I sat down to his right and told him I wanted to talk to him. He held up his hand signaling just a minute. I didn't like that but what choice did I have. After the girl left and gave me a dirty look I tried to talk to him. He wasn't even coherent and smelled of whiskey. I still liked it but he was almost laughing at me, asking what paper I was from. I told him but it didn't sink in. Then the manager came over to us with a man from the Bramlage Coliseum and told the group they had to leave. The place was shutting down. Noah told me to come with them to the trailer and he'd give me my interview. He barked out some stuff to the others as they all shuffled out of the room.

We found the band's trailer later and he was loud and really stumbling now. His armpits smelled really bad now from performing, but he was still really hot to me. We go in and to the back room so he could pee. A minute later he comes out and all at once he pulls down my skirt. He was really high on something. He tried to finger me and was almost there but missed a little. I guided him and now was a

bit more satisfied; this drunken mess was still a star in my book. I started to enjoy myself and savor the moment. He just wanted me on top of him and I obliged. This guy was not rich yet. He was just on his way up. I really fucked him fast, desperately, as I knew this was the true definition of a one-time thing. I did fuck him there in the trailer. At three am his manager told him to get out of the local trailer and on the bus and for me to go home, it was time to hit the road.

I looked back at him and he didn't look good. I asked if I could contact him and he stubbed his toe, swore, and told me to get out. I got one last glance at his naked body when he dropped the blanket he was wrapped in. I walked back to my dorm (yes, I still lived on campus) thinking he'd probably end up dead soon. Nonetheless I savored the bit of romance. Hey, he didn't smell like an angel but he still was one to me. He did die young, two years later from drug-induced heart attack. I enjoyed my time with him. He treated me like dirt but it was just the demons inside of him that allowed him to be an artist. I haven't ridden anybody that hard since then. But, that's rock n roll. And that's why we women are attracted to it.

I opened another bottle and poured out two more glasses. Jill politely let me finish my tales, then took my hand and we headed back to the bedroom.

— Candice, still in Kansas

My Latest Escapade

If you thought meeting and picking up girls at bars or clubs was a good bet, well that may be, but I've always found the park to be a better bet. The women are usually friendlier, you can see their faces, and they aren't as made up as they are when the party. And they're still wearing skimpy outfits if their sunbathing or jogging or cycling.

What better way to Kara's breasts. Nice boobs. Pert. Yes, they're succulent too. That

is if she and I, well you know...she and I... never mind. That thought was going nowhere, quickly. "Yes. It is a very nice place for jogging." I said as I sauntered over to her as she was taking a breather at a bench. "Great surroundings too." she said. I nodded as we kind of stared at each other.

"I'm Kara" she said. "And you are?" I told her. "Josh...nice name. I like it" and she smiled some more. Her eyes did not trail off mine. Was she trying to pick me up? I looked around. This was new. Picking up guys at parks like this, instead of bars or clubs. "Maybe I will see you out here tomorrow or later this week? What time do you normally come out? I'm here at around 6 pm, after I get off work." she said. I was in disbelief, but said I told her that's when I usually ran.

By that point, I had already checked out all of her, but I thought she probably did the same to me too. There she was again, the very next day, and the next day, and the next day. Some of her jogging outfits hugged her body showing off her ass and hips and of course her tits as well. Her luscious boobs appeared as if truly crying out for me. I knew, in the back of my head that I now wanted to ask her out. If that was the case and she wanted me to ask her out... why hadn't she asked me out first?

"Josh?" she called out. "I'm not sure this is appropriate but..." and she stalled, pausing to ask the question anyway "I have a question for you? Are you...dating anyone?" Strange question but I said no. "Would you be interested, at all, in going out sometime, with me?" My heartbeat soared. I felt warm, all over. I was getting way ahead of myself here. To me

Hey you guys,

There's nothing like two dirty girls getting it on, unless a third one joins in. And that third one is a guy. I'm the master of three-ways because I just won't do one girl. Always gotta be two. And if the do each other, that's even hotter. I do recommend this for every guy.

— Aaron



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all of a sudden I could feel the woman next to me, in bed, naked too, and all I wanted was to play around. "I'd love to Kara" and I looked right at her and nodded. "Great... so do I. Care to go back to my place, spend a few hours with me. I think it would be fun, wouldn't you?" she came back. I felt hot all over. I wanted her more then ever. I wanted sex with her, and all her friends for that matter. Was this a good beginning? You bet your ass it was.

Her hands were all over my arm as I drove back to her place. She felt seductive, warm, and more alluring to me then all the other times. I felt it. My body tingled. I felt it so much that the tingling pangs of grandeur coursed through me...straight to my legs... my thighs more to the point. My cock felt the needs. My urges urged it all on. "Feel my crotch" I suddenly whispered. "What?" she said. I repeated myself. She felt it, my erection, instantly. "Oooooohh, that's nice Josh... real nice" and with that, she took hold of my hardened cock and squeezed it. "Did you like that?" she asked, sweetly. "I did." I tightened up all over. I wanted to feel all of her body.

We came closer, and closer to her house. Finally, we pulled in. She didn't get out. I didn't either. We turned and looked at each other. She smiled and sweetly kissed my lips. I couldn't pull away. I felt her tongue. It was soft and intruding as she sucked me down into her throat and we went at each other's lips right there in my car. I could have, without thinking, fucked her right there on the spot. She sucked me back into her mouth and as she did her hand found mine and quickly placed it down inside her thighs.

She pulled herself away and we got out and headed into the house. Once inside, our clothes came off. She climbed all over my body and I could feel her boobs pressing firmly into my chest. Seeing as I was hard,

and horny, her hand moved underneath my boxers. She looked at me, smiling. It was like she knew what I wanted. Suddenly, I felt her hand again. This time it took hold of it and pressed it to her breasts. I tingled more. I so wanted to cum. I hoped she did too. My fingers played around down there. I fingered her clit and eased my way inside. It was tight. It was wet. It wanted me.

I lowered my face between her legs and licked her, eventually going inside that hungry pussy of hers. She tasted delicious. I kept doing it. She seemed to love it too. I squeezed her ass with my hand. My hands, as I kept eating her out, reached up and I felt and squeezed her breasts. Her nipples were hard. I climbed her body and was all over her boobs, especially her nipples. She cried out as her body rose and fell and rose and fell and shifted for more beneath me. I hoped she was ready. I was. My cock moved into position and she naturally split her legs for me. I was all the way in. She felt incredible. She screamed and screamed as I plowed down into her more and more. She came again and as she did, I could feel it. I was ready to come. So I did. I let it blow. Inside her, my cock released all it had stored up and it flowed all over her beautiful, luscious cunt. She took hold of me and brought me down on top of her. Before I knew it, her lips were all over me, again. Finally, we stopped. She pulled me close and whispered... "We'll have to do this again if my husband goes out of town next week."

I looked at her, mouth open. Did I hear what I just heard? I looked at her at arm's length and slowly let a smile come out. "Sure."

Josh in Chicago

40+ #37

Taylor Reigns

I just love a girl who takes it in the ass. And with a smile, no less. I have to admit, I'm spoiled. All my girlfriends will do anal. Want to know why? Because they are all over 40, that's why. Younger chicks are still divas



when it comes to sex, especially anal sex. But when they get older, to most women anal sex doesn't seem that strange and forbidden anymore. I always start out slow and lubed if they are new to it, and then pick up the tempo until they are screaming for more.

— Sandy G, VA



NICKI & JON

"I was quite flattered to be selected as this month's cover girl. I had a great time at the still and video shoot and I hope you like the images. I had worked out for six weeks before this and abstained from sex, too. That made me really horny when shoot time came and I was all over Jon. I think he appreciated my abstinence, too."



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Nicki Hunter

I love to have my clit licked. If it's done right, I can cum in thirty seconds. Of course I want it to last longer than that, but it might be some kind of record. I love the tongue because fingers don't feel as soft and wet. Gotta be the tongue. Oh yeah, and I love the taste of cum cumming out of the big head of a big dick. There's nothing quite like it after hours of hot, sweaty sex.

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*And go get your checkbook!
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and a mother that likes to
play bingo every Wednesday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my huge delicious boobs.*

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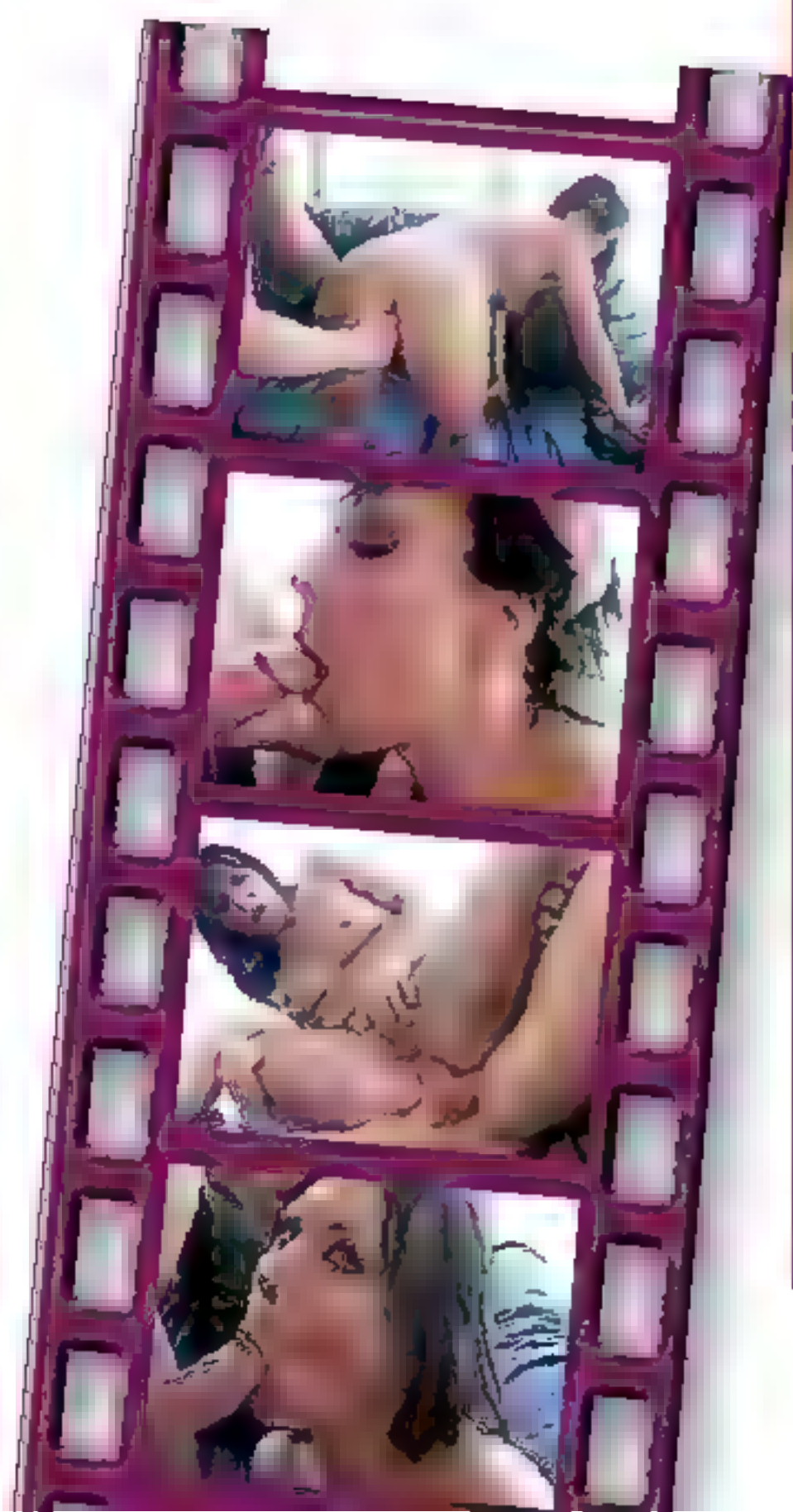
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JULIE & TYCE

"Are you ready for a night at the movies? Tyce and I whipped up an anal cream pie for you. Ah, but I get ahead of myself. First the main course before the pie. As you will see, I've prepared my butt hole for my company. He is bringing a hard cock and I'm going to whet his appetite with my firm pussy and even tighter anus. Sit back and enjoy. The meal's about to start."





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Julie Night





"Did you like what you saw?
His big cock deep inside my
pussy. The way I licked it and
sucked it. And did you like how
my ass took it all in? Then for
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My Cabana Rendezvous

Back at my cabin I washed the day off me and prettied myself up as best I could knowing I'd be nude all night. I did, however, put on my sexiest strappy heels that I wasn't even going to bring.



Every summer I would go to a resort to get away. It's actually a private ranch hidden called The Double Bar D. There're plenty of activities to get into. One Sunday afternoon, I decided to walk along one of the trails. I chose one of the easier ones. About an hour into my walk, the trail came to a fork in the road. As I thought about which path to continue on, I noticed a nude man looking up at the trees. My footsteps behind him broke his concentration. As he was turning around, I tripped on a fallen tree limb and stumbled onto him with myself naked body crashing into his. My breasts smashed into his broad chest, my arms grabbed his hips to keep me from falling further, and as I straightened up our spontaneous contact made him a little excited, and me very embarrassed. He coolly introduced himself as Randy. As I raised my gaze from his cock to his eyes. "How clumsy of me." I said. "I'm Joanna."

"I dropped my binoculars when you bumped into me." he said in a deep baritone voice. I apologized and looked down between us and noticed them semi-hidden by the limb I had just tripped over. As I did a little "bunny dip" to pick them up, I saw that his penis was a bit erect but still pointing down. As we walked along Robin's Trail, we'd try to step lightly as not to scare and birds away. He with his binoculars at the ready and me with my camera ready. Randy was 38 years and I was 43. I could feel the physical attraction between us. I knew things could get interesting. But tried not to think about the possibilities. Randy was the type that you'd fantasize about but never thought you'd meet. We continued down the trail speaking softly and laughing. He had a wonderful sense of humor. Along the trail we'd notice little snack shacks offering only water,

chips, fruits, maps and some type of trail mix. All free of charge to visitors at the ranch.

We must have walked three miles or so. As we drank and munched, Randy went to peek over a small cliff. He noticed a small lake with people paddle boating and called me over to have a look. We both smiled and said at the same time... "That looks like fun!" Without hesitation Randy quickly unfolded the map and focused on a short cut to the paddle boat entrance. When we reached the entrance to the paddle boats, we stood aside to catch our breaths. It was now dusk. We each took a fresh towel that they provide to visitors and chose a boat to get into. Randy got in first, then extended his hand to help me in. I did notice him take a peek at my pussy as I stretched my leg to get in the boat. He put his arm around me and I took off my hat to rest my head on his shoulder and chest area and began to caress his strong thighs. I've never been with such a sweet guy before. I wanted him and I could tell that he wanted me too.

On the way back to return the boat he raised my head from his shoulder, kissed me and asked me to have dinner with him. I said yes. Randy mentioned that the pool back at the resort was heated and we could reserve a

cabana and simply get dinner from the extensive buffet. I hugged Randy around his waist and began kissing his shoulder, neck and face. I could see he was beginning to respond to my kissing and touching his legs. His cock grew huge. I wanted to give him a blow job right there in the boat. I just kept thinking, "All this cock for me?" As I stroked it, I took his hand and placed it between my legs so he could feel how wet I was getting. From a distance I could see a tiny cove and suggested to Randy that we pull over and rest. As we approached the cove, I noticed there was no one in sight. We started kissing and touching each other. His large hands felt so good on my breasts. We let the boat drift and park itself. I kissed his big strong chest and licked his nipples working my tongue up and down his salty body. I licked the tip of his cock.

He amusedly asked me what I was doing. "Well, first I'm gonna stroke you, like this..." I said, wrapping my hand around it and sliding it up and down. It was slippery with his secretions, and the feeling was marvelous. "Then what?" he said after he was as stiff as a rock. "Then... Then I'm going to put it in my mouth." And... I did! Sucking, licking, sliding it in and out. Massaging his balls and sliding my fingers towards his asshole. I tugged and licked his balls and slid my mouth up and down his shaft until he closed his eyes to just enjoy the sensations.

I took his penis out of my mouth and looked at him as I rapidly tugged on his throbbing member. Then I stopped and said "Don't cum yet. The evening is still young and I'm hungry and I know you are, and I may want that for dessert."

Back at my cabin I washed the day off me and prettied myself up as best I could knowing I'd be nude all night. I did, however, put on my sexiest strappy heels that I wasn't even going to bring. Why? Would I need them at a nudist resort? Fashionably late, I walked over to the cabana to find Randy already there with a bottle of wine chilling. I smiled and entered it, accepting a glass of the wine he had just poured. We ate, drank, laughed and



told stories. The evening quickly passed and the buffet was out away for the night. The groundspeople came by extinguishing the torches and picking up around the grounds. After about twenty minutes, all was quiet. Randy got up and pulled the drawstring on the cabana door flaps and they swung shut. Lit now only by a couple of candles, he turned to return and I saw his cock was already huge. He came over to me standing right in front of me – cock pointing right at me face. I reached up to stroke it and he stood frozen, allowing his cock to throb as the blood crashed through his genital veins.

I softly moaned as my mouth replaced my hands. It was obviously something I liked to do and this beautiful man was getting all my attention. I grabbed his buttocks and pulled him into me so his cock went deeper into my mouth. I swallowed it whole and worked my tongue on the underside of his shaft as he gently pulled it out and pushed it back in. I joined his rocking motion, fingering each of his balls and pulling on them as I sucked. With my hands behind him, I spread his asscheeks a little and worked a finger between them and swirled around his asshole. I looked at him with a sexy, evil smile and nipped at his penis head with my teeth. Now by one candlelight I grabbed Randy's head by the hair and encouragingly pushed his face hard against my tummy and pussy. He scooped my ass in his hands, deftly pulling me forward at the same time he opened my legs wider to allow his face access to my wet, private area. He really knew how to lick a woman's pussy and before long I was moaning open-mouthed.



He told me to relax my anus muscles as best I could, but there was simply no way to avoid stretching it as his fingers worked their way in, pushing further, then pulling out a touch to keep the skin from stretching...

I started breathing hard. "Tell me what you're gonna do to me," I said. "I'm gonna do what you think I'm gonna do," Randy said. He reached between my spread legs and dipped two fingers inside my magnificently damp pussy hole, down to the last knuckle. Even this simple act made me twitch with post-orgasmic shivers. After coating them with a thick, drippy layer of vaginal cream, he moved his fingers back to the hole between my asschecks.

He told me to relax my anus muscles as best I could, but there was simply no way to avoid stretching it as his fingers worked their way in, pushing further, then pulling out a touch to keep the skin from stretching, then downward again, and so on until I felt his fingers buried deep inside my burning rectum, the exceptionally tight walls squeezing deliciously around his appendages. For a few long seconds, he fingered my ass, gently worming around inside me. My asschecks tensed again and again around his hand.

He removed the fingers easily, pushed out as they were by my rectal muscles. Then, with his hands on my hips, he directed my ass toward his dick head. I had never done anal before vaginal sex but since this was a new start for me, why not. I was always adventurous and the thrill was coming back to me with Randy. I reached under to help aim the prick toward my tight hole. He eased his unlubed head inside the relaxed hole as gently as possible. He drove more of his cock inside me. I grabbed him by his pecs and ground my body down hard and fast into his, sliding my ready asshole up and down the thick dick now inside me.

I let out a muffled scream as I gritted my teeth, pounding the sofa with my fists, once hitting Randy hard in the chest with my knuckles. He barely felt the blow as he concentrated on the task at hand. Slowly, slowly, he pushed his cock inside the constricting tunnel, working it in, working it out, working it in. When he was halfway in, he was already close to cumming because it probably felt so fucking good to him. I know I was grooving on it. It had been a couple years and now that the feeling was renewed, I felt like I had to have more.

"Oh god damn, Joanna," Randy said, "you sexy bitch, you love getting fucked up your ass." Yes, Randy, even though it's been a while, I love what you just did. I love having my asshole filled with your big cock." As I was straddling him, I reached down between his asschecks and felt my way between them and forced a finger into HIS asshole. He shuddered a little as he bucked sending his cock beeper into mine. I shrieked and pushed my finger into his chute up to the first joint. A couple hard thrusts of his cock into my rear and I felt his warm juices fill me up. He left it in for a minute as I pulled my finger out. I turned to him and gave him the wettest, sloppiest, tongue-iest kiss I could.

We spent the night in the cabana and the rest of our stay at the resort together taking in mother nature and each other's love. We made a follow-up date to return to our secret rendezvous in a few months as I had to get back to work and Randy to his new wife. When he told me that, I decided it didn't matter that much to me. After all, it was human nature.



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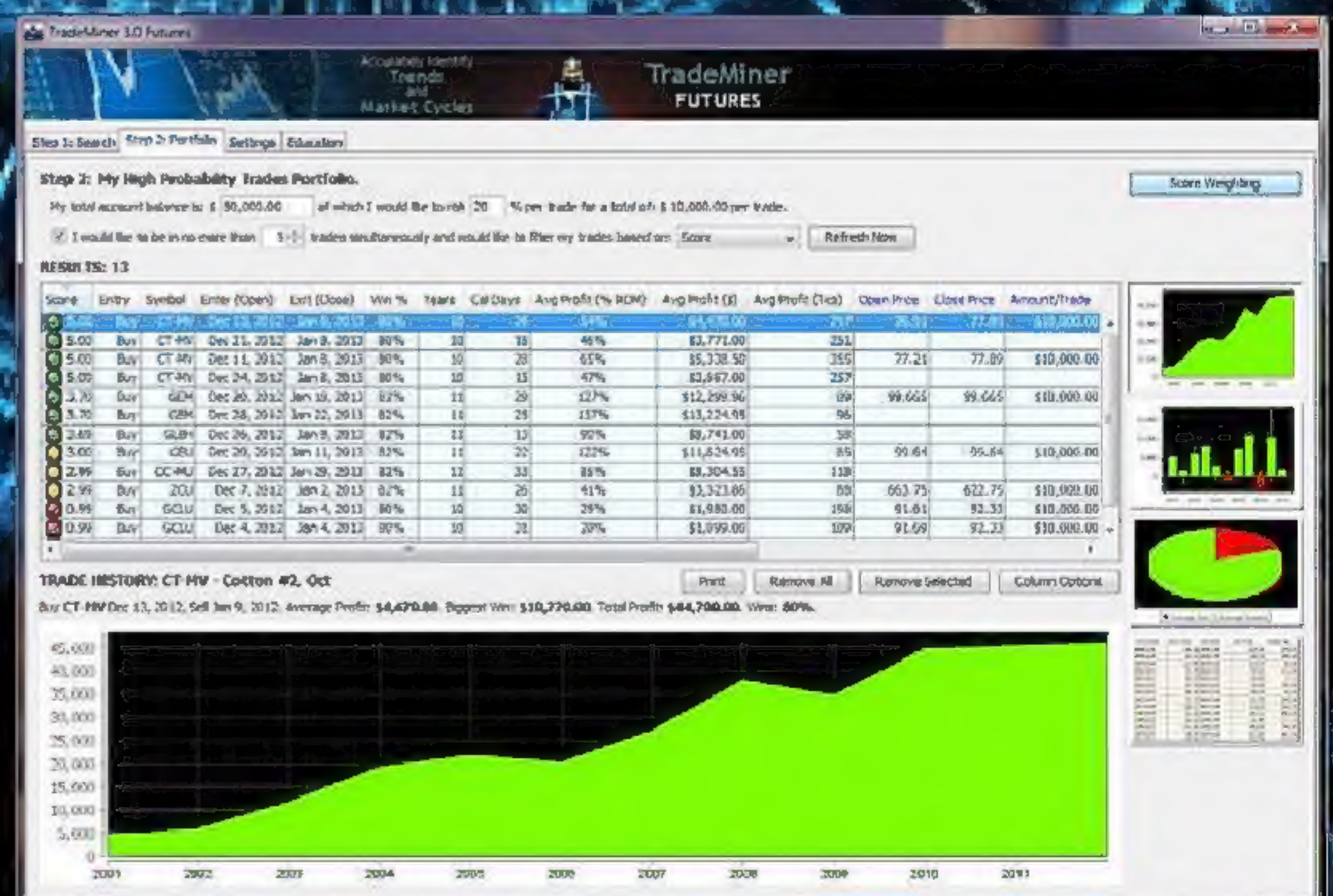
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